

**RESOLUTION OF
WIND PLUS, INC.**

I, the undersigned, Chairman of the Board of Directors of Wind Plus, Inc., a Delaware Corporation (the "Corporation"), do hereby certify that at a meeting of the Board of Directors of the Corporation duly called and held on the 30th day of October, 2009, the following resolutions were adopted and recorded in the minute book of the Corporation after full discussion by the Board of Directors on the matters to which each resolution applies, and they have not been modified or rescinded, and are still in full force and effect. Notice of the meeting was sufficient in all respects.


"RESOLVED, that notice of this meeting of the Board of Directors is approved by all members of the Board and all notices and formal items related to this meeting are waived by the Board of Directors; and it is

"FURTHER RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is desirable and in the best interests of the Corporation, its creditors, interest holders and other interested parties, that a petition be filed by the Corporation seeking relief under the provisions of Chapter 11, title 11 of the United States Code (the "Bankruptcy Code"); and it is

"FURTHER RESOLVED, that the Chairman of the Board of Directors and the President, or one of them, are hereby authorized to execute and verify such petition and all other documents associated therewith and cause the same to be filed, and to take such other action as is appropriate or necessary to seek relief under Chapter 11 of the Bankruptcy Code, and that the execution and verification of the petition is hereby ratified and adopted; and it is

"FURTHER RESOLVED, that the Corporation shall retain and employ all assistance by legal counsel or otherwise as deemed necessary and proper to secure for the benefit of the Corporation any and all relief to which it may be entitled under Chapter 11 of the Bankruptcy Code; and the Corporation shall engage and continue the engagement of Goodrich Postnikoff & Albertson, LLP as legal counsel in connection with the reorganization of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation on this the 2nd day of November, 2009.

By 
David Lyman Spalding,
Chairman of the Board of
Wind Plus, Inc.